



Dedicated To Life

December 5, 2022

<b>Listing Department</b> <b>BSE Limited</b> 1 <sup>st</sup> Floor, P.J. Towers, Dalal Street, Mumbai-400001	<b>Code: 532321</b>	<b>Listing Department</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051	<b>Code: ZYDUSLIFE</b>
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Re: **Notice of 1<sup>st</sup> Extra Ordinary General Meeting of the financial year 2022-2023 of the members of the Company**

Dear Sir / Madam,

Pursuant to regulation 30 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **Listing Regulations**"), we are enclosing herewith the Notice of the 1<sup>st</sup> Extra Ordinary General Meeting of the financial year 2022-2023 of the members of the Company which is sent to the members through electronic means as per the circulars from Ministry of Corporate Affairs and The Securities and Exchange Board of India.

Important details with regard to EOGM are as under:

Sr. No.	Particulars	Details
1.	EOGM details	<b>Day:</b> Friday <b>Date:</b> December 30, 2022 <b>Time:</b> 2.00 p.m. IST <b>Through Video Conference / Other Audio Visual Means</b>
2.	Cut-off date to determine list of members entitled to receive Notice of EOGM	Friday, November 25, 2022
3.	Cut-off date for e-voting	Friday, December 23, 2022
4.	Remote e-voting start time, day and date	9.00 a.m. IST, Tuesday, December 27, 2022
5.	Remote e-voting end time, day and date	5.00 p.m. IST, Thursday, December 29, 2022
6.	E-voting website of CDSL	<a href="https://www.cdslindia.com">https://www.cdslindia.com</a>
7.	Notice of EOGM	As given below

[https://www.zyduslife.com/investor/admin/uploads/18/89/Extra-Ordinary-General-Meeting-30-Dec-2022\\_1.pdf](https://www.zyduslife.com/investor/admin/uploads/18/89/Extra-Ordinary-General-Meeting-30-Dec-2022_1.pdf)

Please receive the same in order.

Thanking you,

Yours faithfully,

For, **ZYDUS LIFESCIENCES LIMITED**

**DHAVAL N. SONI**  
**COMPANY SECRETARY**

Encl.: As above

**Zydus Lifesciences Limited** (formerly known as Cadila Healthcare Limited)

Regd. Office : 'Zydus Corporate Park', Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle,  
S. G. Highway, Ahmedabad-382 481, Gujarat, India. | Phone : +91-79-71800000, +91-79-48040000  
website : [www.zyduslife.com](http://www.zyduslife.com) | CIN : L24230GJ1995PLC025878



## ZYDUS LIFESCIENCES LIMITED

(Formerly known as Cadila Healthcare Limited)

**Registered Office:** Zydus Corporate Park, Scheme No. 63, Survey No. 536,  
Khoraj (Gandhinagar), Near Vaishnodevi Circle, S G Highway, Ahmedabad-382481

**CIN:** L24230GJ1995PLC025878

**Email id:** [dhavalsoni@zyduslife.com](mailto:dhavalsoni@zyduslife.com) | **Website:** [www.zyduslife.com](http://www.zyduslife.com)

**Phone No.:** +91-79-48040000; + 91-79-71800000

### NOTICE

**NOTICE** is hereby given that the First Extra Ordinary General Meeting of the financial year 2022-2023 (“**EOGM**”) of the members of Zydus Lifesciences Limited (“**the Company**”) will be held on Friday, December 30, 2022 at 2.00 p.m. IST through Video Conference (“**VC**”) / Other Audio Visual Means (“**OAVM**”). The venue of the EOGM shall be deemed to be the registered office of the Company. The following special businesses will be transacted at the EOGM:

#### **Special Businesses:**

**1. To consider and if though fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**Appointment of Mr. Akhil Monappa (DIN-09784366) as an Independent Director of the Company:**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and 160 read with Schedule IV of the Companies Act, 2013 (“**the Act**”) and other applicable provisions, if any, of the Act and the rules made thereunder and the applicable provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Listing Regulations**”) and applicable provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors (“**the Board**”), Mr. Akhil Monappa (DIN-09784366), who was appointed by the Board as an Additional Director as well as the Independent Director of the Company with effect from November 29, 2022 who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from November 29, 2022.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**2. To consider and if though fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**Appointment of Ms. Upasana Kamineni Konidela (DIN-02781278) as an Independent Director of the Company:**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and 160 read with Schedule IV of the Companies Act, 2013 (“**the Act**”) and other applicable provisions, if any, of the Act and the rules made thereunder and the applicable provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Listing Regulations**”) and applicable provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors (“**the Board**”), Ms. Upasana Kamineni Konidela (DIN-02781278), who was appointed by the Board as an Additional Director as well as the Independent Director of the Company with effect from November 29, 2022 who has submitted a declaration that she meets the criteria of independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from November 29, 2022.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board of Directors

Dhaval N. Soni

Company Secretary

Membership No. F7063

Place : Ahmedabad

Date : November 29, 2022

#### Notes:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“the **Act**”), in respect of the special businesses mentioned in the Notice of this Extra Ordinary General Meeting (“**EOGM**”) (“**Notice**”) is annexed hereto. The Board of Directors (“the **Board**”) have considered and decided to include the special businesses in the EOGM as it is unavoidable in nature.

In view of the situation arising out of Covid-19 global pandemic, the Ministry of Corporate Affairs (“**MCA**”) vide its circulars dated April 8, 2020, April 13, 2020 and May 5, 2022 (“**MCA Circulars for General Meetings**”) and Securities and Exchange Board of India (“**SEBI**”) vide its circulars dated May 12, 2020 and January 15, 2021 (“**SEBI Circulars for General Meetings**”), permitted the holding of general meetings through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **Listing Regulations**”), MCA Circulars for General Meetings and SEBI Circulars for General Meetings, EOGM of the Company is being held through VC / OAVM. In view of the same, members can attend and participate in the EOGM through VC / OAVM.

As this EOGM is being held pursuant to MCA Circulars for General Meetings and SEBI Circulars for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for this EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representative to attend the EOGM through VC / OAVM and participate thereat and cast their votes through e-voting.

As this EOGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

2. Institutional / Corporate Shareholders (i.e. other than individual / HUF, NRI etc.) are required to send a scanned copy of (PDF / JPG format) of its Board or governing body Resolution / Authorization etc. authorizing the representative to attend the EOGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the scrutinizer by email on its registered email address to [manojhurkat@hotmail.com](mailto:manojhurkat@hotmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
4. Members who have not registered their e-mail address so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

The email addresses can be registered with the Depository Participant (“**DP**”) in case the shares are held in electronic form and with the Registrar and Transfer Agents of the Company (“**RTA**”) in case the shares are held in physical form.

Members are requested to take a note of the SEBI Circular dated November 3, 2021 and clarification issued by SEBI dated December 14, 2021 on ‘Common and simplified norms for processing investor service request by RTAs and norms for furnishing PAN, KYC details and Nomination’. As per the said SEBI Circular, all members holding shares in physical form are mandatorily required to update their PAN, KYC details and nomination with the Company / RTA. In case any of these details are not updated, the shares will be frozen. Said SEBI Circular and the prescribed forms for updating these details are uploaded on the website of the Company, the link of which is <https://www.zyduslife.com/shareholderservices#1>.

Members may also note that the Notice will also be available on the Company’s website, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and Central Depository Services (India) Limited (“**CDSL**”) at [www.zyduslife.com](http://www.zyduslife.com), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cdslindia.com](http://www.cdslindia.com) / [www.evotingindia.com](http://www.evotingindia.com) respectively. The physical copies of the documents will also be available at the Company’s registered office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to

receive such communication in physical form, upon making a request for the same free of cost. For any communication, the members may also send requests to the Company's email id [dhavalsoni@zydulife.com](mailto:dhavalsoni@zydulife.com).

5. Information of Mr. Akhil Monappa and Ms. Upasana Kamineni Konidela seeking appointment at the EOGM, which includes particulars of their qualification, brief resume, area of expertise and other details are provided at **Annexure-"A"** to the Notice as prescribed under regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

**6. E-Voting (voting through electronic means):**

- i. The businesses as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, standard 8 of the Secretarial Standard on General Meetings, in compliance with regulation 44 of the Listing Regulations and pursuant to MCA Circulars for General Meetings and SEBI Circulars for General Meetings, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with CDSL to facilitate the members to cast their votes from a place other than venue of the EOGM ("**remote e-voting**"). The facility for voting shall be made available during the EOGM through electronic voting and the members participating in the EOGM who have not cast their vote by remote e-voting shall be able to exercise their rights during the EOGM. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the EOGM will be provided by CDSL.

In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the EOGM.

- ii. Pursuant to MCA Circulars for General Meetings and SEBI Circulars for General Meetings, physical attendance of the members at the EOGM venue is not required and EOGM can be held through VC / OAVM.
- iii. The members can join the EOGM through VC / OAVM mode 30 minutes before the EOGM and within 15 minutes of the scheduled time of the commencement of the EOGM by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will be in addition to large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
- iv. The attendance of the members attending the EOGM through VC / OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
- v. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, December 23, 2022, being the cut-off date, shall be entitled to avail the facility of remote e-voting or voting during the EOGM. Persons who are not members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.

The members who have cast their vote by remote e-voting prior to EOGM may also attend the EOGM, but shall not be entitled to cast their vote again.

The members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, December 23, 2022 are entitled to vote on the resolution set forth in the Notice. Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means.

**vi. Process for those members, whose email ids/mobile numbers are not registered with the Company/Depositories:**

- I. Members holding shares in physical mode-please provide necessary details like folio no., name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhar Card (self-attested scanned copy of Aadhar Card) by email to Company / RTA email id.
- II. Members holding shares in demat mode-please update your email id and mobile number with your respective DP which is mandatory for e-voting and joining the EOGM through VC/OAVM through Depository.

**vii. Instructions for members for remote e-voting, e-voting during EOGM and joining the EOGM through VC/OAVM are as under:**

- I. The remote e-voting period commences at 9:00 a.m. (IST) on Tuesday, December 27, 2022 and ends at 5:00 p.m. (IST) on Thursday, December 29, 2022. During this period, members of the Company, holding shares either in physical mode or in demat mode, as on the cut-off date i.e. Friday, December 23, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- II. The members who have already voted prior to the EOGM date would not be entitled to vote during the EOGM.
- III. Pursuant to SEBI Circular No. SEBI/HO/FD/CMD/CIR/P/2020/242 dated December 9, 2020, under regulation 44 of the Listing Regulations, listed companies are required to provide remote e-voting facility to its members in respect of all members' resolutions.

Currently there are multiple e-voting service providers (“ESPs”) providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has decided to enable e-voting for all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / DPs. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories (CDSL/NSDL) e-voting system in case of individual members holding shares in demat mode:**

- IV. In view of the aforesaid SEBI Circular dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to the aforesaid SEBI Circular dated December 9, 2020, login method for e-voting and joining virtual meeting for individual members holding shares in demat mode (CDSL/NSDL) is given below:

Type of members	Login methods
Individual member holding shares in demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of members	Login methods
Individual member holding shares in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual member (holding shares in demat mode) login through their <b>Depository Participants (DPs)</b>	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for individual members holding securities in demat mode for any technical issues related to login through Depositories i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Members holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

**Step 2: Access through CDSL e-voting system in case of members holding shares in physical mode and non-individual members in demat mode:**

- V. Login method for remote e-voting for **physical members and members other than individual holding in demat mode:**
  1. The members should log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on Shareholders.

3. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user, follow the steps given below:

	<b>For physical members and other than individual members holding shares in demat mode</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> <li>• members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical mode form will then directly reach the Company selection screen. However, members holding shares in demat mode will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company in which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For members holding shares in physical mode, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **ZYDUS LIFESCIENCES LIMITED** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the vote cast by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Additional Facility for Non-Individual members and Custodians—for remote e-voting only.**

- Non-Individual members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance Users would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (“POA”) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [dhavalsoni@zyduslife.com](mailto:dhavalsoni@zyduslife.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical members- please provide necessary details like Folio No., Name of members, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhar Card (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat members-Please update your email id & mobile no. with your respective DP.
3. For Individual Demat members-Please update your email id & mobile no. with your respective DP which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.eJvoting@cdslindia.com](mailto:helpdesk.eJvoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

A member can opt for only one mode of voting i.e. either through remote e-voting or e-voting during the EOGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.

The Company has appointed Mr. Manoj Hurkat, Practicing Company Secretary (Membership No. 4287), to act as the Scrutinizer for conducting the e-voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions mentioned in the Notice shall be announced by the Chairman or any other person authorised by him immediately after the results are declared.

The results declared along with the Scrutinizer’s Report, will be posted on the website of the Company [www.zyduslife.com](http://www.zyduslife.com) and on the website of the CDSL [www.cdslindia.com](http://www.cdslindia.com) and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorised by him and communicated to the Stock Exchanges.



**viii. Instructions for members attending the EOGM through VC / OAVM and e-voting during EOGM are as under:**

- I. The procedure for attending the EOGM and e-voting on the day of EOGM is same as the instructions mentioned above for remote e-voting.
- II. The link for VC / OAVM to attend EOGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- III. Members who have voted through remote e-voting will be eligible to attend the EOGM. However, they will not be eligible to vote during the EOGM.
- IV. Members are encouraged to join the EOGM through Laptops / IPads for better experience.
- V. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- VII. Members who would like to express their views/ask questions during the EOGM may register themselves as a speaker by sending their request in advance at least **7 days prior to the EOGM** mentioning their name, demat account number / folio number, email id, mobile number at the Company's email ID. The members who do not wish to speak during the EOGM but have queries may send their queries in advance **7 days prior to the EOGM** mentioning their name, demat account number / folio number, email id, mobile number at the Company's email ID. These queries will be replied to by the Company suitably by email.
- VIII. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EOGM.
- IX. Only those members, who are present in the EOGM through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EOGM.
- X. If any votes are cast by the members through the e-voting available during the EOGM and if the same members have not participated in the EOGM through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the EOGM is available only to the members attending the EOGM.

**Request to the members:**

Members desiring any relevant information pertaining to the resolutions during the EOGM are requested to write to the Company at least 7 days prior to the EOGM in advance of the date of EOGM through email on [dhavalsoni@zyduslife.com](mailto:dhavalsoni@zyduslife.com). The same will be replied by the Company suitably.

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## Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013 (“the Act”):

### Item No. 1:

Pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors (“the Board”) at their meeting held on November 29, 2022 appointed Mr. Akhil Monappa (DIN-09784366) as an Additional Director as well as an Independent Director (“ID”) of the Company w.e.f. November 29, 2022 for the first term of 5 (five) consecutive years subject to approval of members by way of a special resolution.

As per regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) approval of members for appointment of person on the Board should be taken at the next General Meeting or within a period of 3 (three) months from the date of appointment, whichever is earlier. Further, as per regulation 25(2A) of Listing Regulations, the appointment of an ID shall be subject to approval of members by way of a special resolution.

As per the provisions of section 149(13) read with explanation to section 152(6) of the Act, the period of office of an ID will not be liable to determination by retirement of directors by rotation at an Annual General Meeting.

The Company has received a Notice in writing from a member of the Company under section 160 of the Act, proposing his candidature for the office of an ID. He meets the criteria of independence as provided in section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. He has declared that he is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority.

He fulfils the conditions for appointment as an ID as specified in the Act and the Rules made thereunder and the Listing Regulations and is independent of the management.

He has also confirmed that he is in compliance with rules of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of IDs maintained by the Indian Institute of Corporate Affairs. He shall comply with the relevant provisions pertaining to taking online proficiency self-assessment test within the prescribed time frame.

The NRC reviewed the capabilities of Mr. Akhil Monappa vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Akhil Monappa as an ID, for a term of 5 (five) consecutive years with effect from November 29, 2022. In the opinion of the NRC and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of financial expertise and IT.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

Accordingly, it is proposed to appoint Mr. Akhil Monappa as an ID of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years with effect from November 29, 2022.

Copy of the letter for appointment setting out the terms and conditions applicable to an ID as applicable to Mr. Akhil Monappa is available on the Company’s website [www.zyduslife.com](http://www.zyduslife.com) and shall be available for inspection, during the normal business hours, upto the date of EOGM, basis the request being sent by member on [dhavalsoni@zyduslife.com](mailto:dhavalsoni@zyduslife.com), mentioning their name, Folio no. / DP ID and Client ID with a self-attested copy of their PAN Card or Aadhar Card attached to the email.

The resolution contained in Item No. 1 of the accompanying Notice, accordingly, seeks approval of members for appointment of Mr. Akhil Monappa as an ID on the Board of the Company on the terms and conditions as specified in the draft letter of appointment.

Except Mr. Akhil Monappa himself and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 1 of the Notice.

The Board recommends this resolution as set out in the Notice for your approval as a Special Resolution.

**Item No. 2:**

Pursuant to the recommendation of NRC, the Board at its meeting held on November 29, 2022 appointed Ms. Upasana Kamineni Konidela (DIN-02781278) as an Additional Director as well as an ID of the Company w.e.f. November 29, 2022 for the first term of 5 (five) consecutive years subject to approval of members by way of a special resolution.

As per regulation 17(1C) of the Listing Regulations approval of members for appointment of person on the Board should be taken at the next General Meeting or within a period of 3 (three) months from the date of appointment, whichever is earlier. Further, as per regulation 25(2A) of Listing Regulations, the appointment of an ID shall be subject to approval of members by way of a special resolution.

As per the provisions of section 149(13) read with explanation to section 152(6) of the Act, the period of office of an ID will not be liable to determination by retirement of directors by rotation at an Annual General Meeting.

The Company has received a Notice in writing from a member of the Company under section 160 of the Act, proposing her candidature for the office of an ID. She meets the criteria of independence as provided in section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director. She has declared that she is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority.

She fulfils the conditions for appointment as an ID as specified in the Act and the Rules made thereunder and the Listing Regulations and is independent of the management.

She has also confirmed that she is in compliance with rules of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of IDs maintained by the Indian Institute of Corporate Affairs. As she has served as a Director of a public company with paid-up share capital of more than ₹ 10 crores for more than 3 (three) years, she is exempted from undergoing the online proficiency self-assessment test.

The NRC reviewed the capabilities of Ms. Upasana Kamineni Konidela vis-a-vis the role and capabilities required as decided by NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Ms. Upasana Kamineni Konidela as an ID, for a term of 5 (five) consecutive years with effect from November 29, 2022. In the opinion of the NRC and the Board, she possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of HR, CSR and IT.

In the opinion of the Board, the Company will benefit from her valuable experience, knowledge and counsel.

Accordingly, it is proposed to appoint Ms. Upasana Kamineni Konidela as an ID of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years with effect from November 29, 2022.

Copy of the letter for appointment setting out the terms and conditions applicable to an ID as applicable to Ms. Upasana Kamineni Konidela is available on the Company's website [www.zyduslife.com](http://www.zyduslife.com) and shall be available for inspection, during the normal business hours, upto the date of EOGM, basis the request being sent by member on [dhavalsoni@zyduslife.com](mailto:dhavalsoni@zyduslife.com), mentioning their name, Folio no. / DP ID and Client ID with a self-attested copy of their PAN Card or Aadhar Card attached to the email.

The resolution contained in Item No. 2 of the accompanying Notice, accordingly, seeks approval of members for appointment of Ms. Upasana Kamineni Konidela as an ID on the Board of the Company on the terms and conditions as specified in the draft letter of appointment.

Except Ms. Upasana Kamineni Konidela herself and her relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 2 of the Notice.

The Board recommends this resolution as set out in the Notice for your approval as a Special Resolution.

**By order of the Board of Directors**

**Dhaval N. Soni**

**Company Secretary**

**Membership No. F7063**

**Place :** Ahmedabad

**Date :** November 29, 2022

**Details of Mr. Akhil Monappa who is seeking appointment as an Independent Director  
(Pursuant to the Listing Regulations)**

<b>Name of the Director</b>	<b>Mr. Akhil Monappa</b>
DIN	09784366
Age	45 years
Date of Birth	September 1, 1978
Date of first appointment on the Board	November 29, 2022
Date of re-appointment by the members	Not applicable
Qualifications	Mr. Akhil Monappa has a MBA and MPA-ID degree from Harvard University, Cambridge, USA and a Bachelors degree in Science in Electrical Engineering from Georgia Tech, Atlanta, USA.
Brief resume and nature of expertise in functional areas	Mr. Akhil Monappa has a background in technology both in Investing as well as Operating roles. Currently he is a Director of YAZZ Limited and active investor in public and private companies. Previously, he was a Partner in the Technology Group at Generation Investment Management in London, a sustainability focused fund where he invested in global tech companies and advised company boards and management on matters of strategy, capital allocation, and governance. Prior to that, he was at Atlas Venture in London where he invested in early stage technology companies providing both board level and operational expertise. Early in his career, he was an operating executive at C-Bridge Internet Solutions in Cambridge, USA where he was responsible for go to market partnerships with some of the world's leading technology companies as well as held various pre-sales and technical roles.
Relationship with other Directors and Key Managerial Personnel	None
Name of the companies in which Mr. Akhil Monappa holds Directorships and Memberships of Committees of the Board	He is director of Yazz Limited, a company incorporated outside India. He is not holding chairmanship / membership position of any committee. He has not resigned as a Director from any listed company in last 3 (three) years.
Number of shares held in the Company	Nil
Terms and conditions of appointment	<ul style="list-style-type: none"> <li>The appointment is for a period of 5 (five) consecutive years w.e.f. November 29, 2022 and his appointment is not liable to retire by rotation.</li> <li>He is entitled to receive sitting fees for attending the Board and committee meetings.</li> <li>He is entitled to receive commission as may be decided by the Board.</li> </ul>
Total remuneration drawn in Financial Year ended on March 31, 2022	Not applicable, as this is his first appointment on the Board.
Attendance in Board, Committee and General meetings in Financial Year ended on March 31, 2022	Not applicable, as this is his first appointment on the Board.

**Details of Ms. Upasana Kamineni Konidela who is seeking appointment as an Independent Director  
(Pursuant to the Listing Regulations)**

<b>Name of the Director</b>	<b>Ms. Upasana Kamineni Konidela</b>
DIN	02781278
Age	36 years
Date of Birth	July 20, 1986
Date of first appointment on the Board	November 29, 2022
Date of re-appointment by the members	Not applicable
Qualifications	Degree in International Business Marketing & Management from Regents University, London, United Kingdom and did the Executive Education Programme at Harvard Business School, Boston, USA.
Brief resume and nature of expertise in functional areas	<p>Ms. Upasana Kamineni Konidela is a third generation entrepreneur and philanthropist from the Apollo Hospitals family in India. She believes in creating sustainable businesses rooted in social welfare that create a deep, long-term impact.</p> <p>Her heritage of healing and building community infrastructure, is reflected in her business ventures and her giving practices. URLife is built on the idea of urban wellness and productivity, while the Apollo Foundation is based on founder-chairperson of Apollo Hospitals, Dr. Prathap C Reddy’s model of womb-to-tomb care.</p> <p>Ms. Upasana’s professional life is an extension of herself, her values, and the way she lives her life. She believes that the world can #HealInIndia and that it is possible to #TransformURLife.</p> <p>Today URLife has the highest number of occupational health centres in India, along with venturing into the food and fitness space, while Apollo Foundation works across the country in the urban, rural, and tribal context. Her philosophy is based on kindness: to herself, her family, her community, and the world she reaches through her social media presence. This fosters respect and empathy in the work she does and the communities she impacts.</p> <p>While her education, at Regents University, UK, and Harvard University, USA, has given her the skills to run businesses, her energy comes from working with people, especially those who may not have the opportunities and access to reach their full potential.</p> <p>Ms. Upasana Kamineni Konidela received the Femina Award for Recognition in Healthcare in 2017. She was recognized as one of the Tycoons of Tomorrow, and felicitated by Forbes in 2018. In 2019 she was awarded the Dadasaheb Phalke Excellence Award for Philanthropist of the Year. She was also one of GQ magazine’s Heroes 2021, for leading work on the war against Covid-19.</p> <p>She believes that technology should be used as a robust tool to heal the world and, has expressed her views at various forums such as The Sages &amp; Scientists Conference in Beverly Hills and the India Today Conclave South. She is also a member of the YPO Hyderabad chapter and of CII, Telangana.</p>
Relationship with other Directors and Key Managerial Personnel	None

Name of the Director	Ms. Upasana Kamineni Konidela		
Name of the companies in which Ms. Upasana Kamineni Konidela holds Directorships and Memberships of Committees of the Board	<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Type of Directorship</b>
	1.	Apollo Energy Company Limited	Non-executive Director
	2.	Lifetime Wellness RX International Limited	Managing Director
	3.	Healthnet Global Limited	Non-executive Director
	4.	Family Health Plan Insurance TPA Limited	Managing Director
	5.	Apollo Telehealth Services Private Limited	Non-executive Director
	6.	Total Health	Non-executive Director
	7.	Apollo Health Resources Limited	Non-executive Director
	8.	Kei Vita Private Limited	Non-executive Director
	9.	Kei Energy Private Limited	Non-executive Director
	10.	Apokos Rehab Private Limited	Non-executive Director
	11.	HAPP Tech Private Limited	Non-executive Director
	12.	Apollo Healthco Limited	Non-executive Director
	13.	FHPL Technologies Private Limited	Non-executive Director
Number of shares held in the Company	Nil		
Terms and conditions of appointment	<ul style="list-style-type: none"> <li>• The appointment is for a period of 5 (five) consecutive years w.e.f. November 29, 2022 and her appointment is not liable to retire by rotation.</li> <li>• She is entitled to receive sitting fees for attending the Board and committee meetings.</li> <li>• She is entitled to receive commission as may be decided by the Board.</li> </ul>		
Total remuneration drawn in Financial Year ended on March 31, 2022	Not applicable, as this is her first appointment on the Board.		
Attendance in Board, Committee and General meetings in Financial Year ended on March 31, 2022	Not applicable, as this is her first appointment on the Board.		